

EXHIBIT B

Stamer Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**DECLARATION OF MICHAEL S. STAMER IN SUPPORT OF
THE APPLICATION OF DEBTORS FREEDOM VCM INTERCO, INC.
AND FREEDOM VCM, INC. FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF AKIN GUMP
STRAUSS HAUER & FELD LLP AS SPECIAL CO-COUNSEL ON BEHALF
OF AND AT THE SOLE DIRECTION OF THE INDEPENDENT DIRECTOR,
MICHAEL J. WARTELL, EFFECTIVE AS OF DECEMBER 9, 2024**

I, Michael S. Stamer, under penalty of perjury, declare as follows:

1. I am an attorney admitted to practice in the state courts of New York and New Jersey and the United States District Courts for the Eastern, Northern and Southern Districts of New York and the District of New Jersey, and my admission *pro hac vice* to the United States

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Bankruptcy Court for the District of Delaware for the purposes of these Chapter 11 Cases is currently pending. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP (“Akin”). Akin maintains offices at, among other places, One Bryant Park, New York, New York 10036. There are no disciplinary proceedings pending against me.

2. I am familiar with the matters set forth herein and make this declaration (the “Declaration”) in support of the *Application of Debtors Freedom VCM Interco, Inc. and Freedom VCM, Inc. for Entry of an Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director, Michael J. Wartell, Effective as of December 9, 2024* (the “Application”).²

3. I am not, nor is Akin, an insider of the Debtors. To the best of my knowledge and information, neither Akin nor I hold directly any claim, debt or equity security of the Debtors.

4. To the best of my knowledge and information, no partner or employee of Akin has been, within two years from the date of the filing of the Debtors’ petitions, a director, officer or employee of any Debtor as specified in Bankruptcy Code section 101(14)(B).

5. Akin does not have an interest materially adverse to the interests of the Independent Director, the Debtors’ estates or any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

6. Akin does not currently represent any Debtor or, to the best of my knowledge and information, any of the Debtors’ related parties, affiliates, partners, or subsidiaries. Moreover,

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

Akin will not undertake the representation of any party other than the Independent Director in connection with these Chapter 11 Cases.

7. Except as otherwise set forth herein, to the best of my knowledge and information, Akin neither holds nor represents any interest adverse to the Independent Director, the Debtors, their creditors or other parties in interest or their respective attorneys in connection with these Chapter 11 Cases. Based upon information available to me, I believe that Akin is a “disinterested person” within the meaning of Bankruptcy Code section 101(14).

8. In connection with its proposed retention in these Chapter 11 Cases, Akin undertook a thorough review of its computerized database (the “Conflicts Database”) to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. The Conflicts Database is designed to include every matter on which Akin is now and has been engaged and, in each instance, the identity of related parties, adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of Akin that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflicts Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter and the related and adverse parties. Accordingly, Akin maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

9. In particular, and in connection with preparing this Declaration, through my colleagues, I submitted to the Conflicts Database the names set forth on a list of parties in interest provided to me by Willkie Farr & Gallagher LLP (“Willkie”), the Debtors’ proposed lead bankruptcy counsel, as well as the names of certain additional parties identified by Akin, which

are categorized for ease of reference. A copy of the list of the parties searched by Akin is attached hereto as **Schedule 1** (collectively, the “Searched Parties”).³

10. Where an entity has a name similar to a party on **Schedule 1** or is possibly related to such party in matters wholly unrelated to these Chapter 11 Cases, those parties have also been searched in the Conflicts Database. The information listed on **Schedule 1** may have changed without Akin’s knowledge and may change during the pendency of these Chapter 11 Cases. Akin will update or supplement this Declaration as necessary when Akin becomes aware of additional material information.

Representation of Parties in Interest

11. Set forth on **Schedule 2** annexed hereto is a list of those Searched Parties from **Schedule 1** that Akin either (i) currently represents (or represents a related party thereto) (the “Current Clients”) in matters wholly unrelated to these Chapter 11 Cases or (ii) has, in the past three calendar years, represented in matters wholly unrelated to these Chapter 11 Cases (the “Former Clients”).⁴ In connection with the services to be rendered to the Independent

³ Akin’s inclusion of parties on **Schedule 1** (and the categorization thereof), which is based on information provided by the Debtors, is solely to illustrate Akin’s conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs on **Schedule 1** or has a claim or legal relationship to the Debtors of the nature described in any of the schedules. In some instances, **Schedule 1** may not disclose the full legal name of the relevant entity. When the names of the entities reviewed were incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Akin reviewed each entity in its Conflicts Database to the extent feasible.

⁴ For purposes of the disclosures set forth herein, Akin has searched for connections with clients with whom time has been posted in the last three full calendar years to the present, as of Akin’s proposed retention date. “Current Clients” are those clients (or related parties thereof) in which the Conflicts Database shows that one or more timekeepers have posted time to such client matters in the last 12 months from the date of Akin’s proposed retention and are not listed in the Conflicts Database as “closed” matters. “Former Clients” are those clients in which the Conflict Database shows that Akin has previously represented such clients (or related parties thereof) within the last three calendar years and (i) no time has been posted to such client matters in the last 12 months from the date of Akin’s proposed retention or (ii) such client matters are otherwise listed as “closed” within the Conflicts Database. To the extent that a client (or related party thereof) is both a Current Client and a Former Client on separate matters, such client is listed only once on **Schedule 2** as a Current Client. Notwithstanding the foregoing, whether an actual client relationship exists can only be determined by reference to the documents governing Akin’s representation rather than its potential listing in the Conflicts Database. As such, for purposes

(Continued)

Director, Akin will not commence a cause of action against any Current Client with respect to these Chapter 11 Cases unless Akin has received a waiver from the Current Client allowing Akin to commence such an action. In connection with these Chapter 11 Cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting Akin to participate in such action, the Independent Director either will use Ashby or, if necessary, retain conflicts counsel to represent the Independent Director in connection therewith.

12. As part of its diverse restructuring practice, Akin routinely represents informal and official creditors' committees. In that regard, set forth on **Schedule 3** attached hereto is a listing of those Searched Parties from **Schedule 1** and/or certain related parties that currently serve or have served, within the last three calendar years, on informal or official creditors' committees represented by Akin in chapter 11 cases.

13. Akin and certain of its partners, senior counsel, counsel and associates also may have in the past represented, may currently represent and likely in the future will represent creditors, equity security holders or other parties in interest in these Chapter 11 Cases in connection with matters unrelated to these Chapter 11 Cases. Akin believes that its representation of such creditors, equity security holders or other parties in interest in such unrelated matters will not affect its representation of the Independent Director in these Chapter 11 Cases.

14. Moreover, Akin currently represents, and/or has in the past represented, and likely in the future will represent entities that are adverse and/or potentially adverse to one or more of the Searched Parties in matters unrelated to these Chapter 11 Cases. Akin believes that its

of the disclosures set forth herein, some of the disclosures set forth herein and on **Schedule 2** may be over-inclusive.

representation of such parties in such unrelated matters will not affect its representation of the Independent Directors in these Chapter 11 Cases.

15. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, I do not believe there is any connection between Akin and the U.S. Trustee, any person employed with the U.S. Trustee or any bankruptcy judge currently serving on the United States Bankruptcy Court for the District of Delaware, except as disclosed or otherwise described herein.

16. Akin will periodically review its Conflicts Database during the representation of the Independent Director in these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Akin will use reasonable efforts to identify such further developments and will file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

SPECIFIC DISCLOSURES

A. Connections with Parties Representing 1% or More of Akin's Revenues for 2024

17. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, Akin reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of Akin and made payments to Akin for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of Akin's total revenues for such prior calendar year.

18. With the exception of the parties described below,⁵ Akin's revenues for services rendered on behalf of each of the parties in interest identified on **Schedule 1** make up, in the

⁵ Specific percentages will be disclosed to the U.S. Trustee on a confidential basis, upon request.

aggregate, with respect to each such party in interest, less than 1% of Akin's annual revenue in calendar year 2024.

19. Akin currently represents the Official Committee of Unsecured Creditors appointed by the U.S. Trustee in the chapter 11 cases of Purdue Pharma L.P., *et al.* (the "Purdue Creditors' Committee"). One or more members of the Purdue Creditors' Committee and/or their affiliates are parties in interest in these Chapter 11 Cases. Akin represents the Purdue Creditors' Committee in matters wholly unrelated to these Chapter 11 Cases. The total fees received from the Purdue Creditors' Committee represented more than 1% of Akin's 2024 revenue.

20. Akin represented the Official Committee of Tort Claimants appointed in the chapter 11 cases of Rite Aid Corporation, *et al.* (the "Rite Aid Tort Creditors' Committee" and, such chapter 11 cases, the "Rite Aid Chapter 11 Cases"). The chapter 11 plan in the Rite Aid Chapter 11 Cases went effective in August 2024. One or more members of the Rite Aid Tort Creditors' Committee and/or their affiliates are parties in interest in these Chapter 11 Cases. Akin represented the Rite Aid Tort Creditors' Committee in matters wholly unrelated to these Chapter 11 Cases. The total fees received from the Rite Aid Tort Creditors' Committee represented more than 1% of Akin's 2024 revenue.

B. Connections to Debtor Entities and Related Subsidiaries

21. Except for Akin's proposed retention as described herein and in the Application, Akin has not in the past represented, and currently does not represent, the Debtors and/or their related subsidiaries identified on **Schedule 1** (the "Debtor Entities and Related Subsidiaries"). Furthermore, except with respect to Akin's proposed retention set forth herein, Akin will not represent the Debtors or their related subsidiaries in connection with these Chapter 11 Cases.

22. Akin has in the past represented one or more entities that were potentially adverse to one or more of the Debtor Entities and Related Subsidiaries or parties related thereto in matters

unrelated to these Chapter 11 Cases, as described in paragraph 32 below. I do not believe that Akin's past representation of such parties precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

C. Connections to the Independent Director

23. Akin previously advised Michael J. Wartell and Karen Wartell with respect to certain estate planning matters (the "Estate Matter"). The Estate Matter was unrelated to these Chapter 11 Cases. Akin last billed time to the Estate Matter in March 2015. Although the Estate Matter falls outside of the 3-year lookback period that Akin has set as a parameter for its Schedule 2 disclosures, Akin is making this disclosure out of an abundance of caution. I do not believe that Akin's past representation of such parties precludes it from meeting the disinterested standard under the Bankruptcy Code.

D. Connections to Directors and Officers

24. Except with respect to its proposed representation of the Independent Director as set forth in the Application and as described herein, Akin does not currently represent, and has not in the past three calendar years represented, any of the Debtors' directors and officers in their individual capacity. However, given the broad range of Akin's client representations, it is possible that one or more directors or officers identified on Schedule 1 serves, or has served, as an officer or director on the board of directors (or board of managers) of an entity that Akin currently represents or has in the past represented. I do not believe that Akin's current or past representation of such parties, as applicable, precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

E. Connections to Agents and Lenders

25. Akin searched the full agent and lender listed provided to it by Willkie, as well as those lenders identified in the *Verified Statement of the Ad Hoc Group of First Lien Lenders*

Pursuant to Bankruptcy Rule 2019 [Docket No. 77] and the *Verified Statement of the Ad Hoc Group of Freedom Lenders Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure* [Docket No. 229] (such names, collectively, the “Agents and Lenders”) to determine any connections to the Agents and Lenders. As set forth on **Schedule 2**, Akin currently represents, and has in the past three calendar years represented, certain entities or related parties thereto that are Agents and Lenders, in matters wholly unrelated to these Chapter 11 Cases. In addition, as set forth on **Schedule 3**, Akin currently represents, and has in the past three calendar years represented, informal or official committees on which certain of these entities have served.

F. Connections to Professionals

26. As part of its restructuring practice, Akin appears in cases, proceedings and transactions involving many different professionals, including attorneys, accountants, financial consultants and investment bankers, some of which may represent claimants and parties in interest in these Chapter 11 Cases. In addition, Akin may have in the past or may currently be representing other professionals involved in these Chapter 11 Cases in matters unrelated to these Chapter 11 Cases. Based on our current knowledge of the professionals involved, Akin does not represent or have a relationship with any attorneys, accountants, financial consultants or investment bankers that would be materially adverse to the Independent Director, the Debtors, their estates or their creditors in matters upon which Akin is to be employed, and none are in connection with these Chapter 11 Cases.

27. Alison Ambeault, who serves as Akin’s Director of Practice Management for its financial restructuring group, previously worked at Willkie from February 2006 through June 2024. Prior to leaving Willkie, Ms. Ambeault’s then-current role was Director of Practice Support. I have been informed that, to the best of Ms. Ambeault’s information and belief, Ms. Ambeault did not work on any matter related to the Debtors or these Chapter 11 Cases during her time at

Willkie. I do not believe that Ms. Ambeault's prior work at Willkie precludes Akin from meeting the disinterestedness standard under the Bankruptcy Code. However, out of an abundance of caution, Akin has instituted formal screening measures to screen Ms. Ambeault from all aspects of Akin's representation of the Independent Director.

28. Sophie Dizengoff, the daughter of Akin partner Ira Dizengoff, is an associate at Willkie. Mr. Dizengoff currently is not working on matters related to Akin's representation of the Independent Director. Moreover, I have been informed by Willkie that Ms. Dizengoff is not working on matters with respect to these Chapter 11 Cases. I do not believe that this connection precludes Akin from meeting the disinterestedness standard under the Bankruptcy Code.

G. Former Clerks

29. Emony Robertson is an Akin associate who had a clerkship in the Court during the last three years. Ms. Robertson clerked with the Honorable Craig T. Goldblatt, for the District of Delaware, from September 12, 2022 to September 8, 2023. Ms. Robertson had no connection with these Chapter 11 Cases while clerking for Judge Goldblatt.

30. In addition, I have been informed that Judge Goldblatt has served as a coach for certain teams in the Duberstein Bankruptcy Moot Court Competition (the "National Duberstein Competition"), which is an annual moot court competition, and in the ACB Fourth Circuit Moot Court (the "Regional Duberstein Competition" and, together with the National Duberstein Competition, the "Duberstein Competitions"), a region-specific moot court competition aligned with the annual National Duberstein Competition. Prior to taking the bench, Judge Goldblatt served as a coach for Ms. Robertson's team in the Duberstein Competitions from January 2021 to March 2021 (during which time Judge Goldblatt was a partner at Wilmer Cutler Pickering Hale and Dorr LLP). Judge Goldblatt also served as a coach for the Duberstein Competitions team that Ms. Robertson participated in from January 2022 to March 2022. In mid-January 2024, Judge

Goldblatt asked Ms. Robertson, and Ms. Robertson agreed, to assist Judge Goldblatt in writing an article for the NCBJ newsletter regarding the Duberstein Competitions. This article was published in the Summer of 2024 and Ms. Robertson's work with Judge Goldblatt on this article has concluded.

31. I do not believe that Ms. Robertson's work for the Court or her agreement to assist Judge Goldblatt with an article for the NCBJ newsletter precludes Akin from meeting the disinterestedness standard under the Bankruptcy Code.

H. Additional Disclosures Related to these Chapter 11 Cases

32. In 2023, Akin advised an entity (the "Formerly Represented Party") in connection with audit work the Formerly Represented Party was performing for its client, B. Riley Financial, Inc. The matter is now closed (the "Closed Matter") and Akin's work on the Closed Matter was limited. A total of 1.8 hours were billed to the Closed Matter, by only one timekeeper. Time was last billed time to the Closed Matter in 2023. The Formerly Represented Party is not a potential party in interest in these Chapter 11 Cases and, to the best of my knowledge, during Akin's representation, I do not believe that the Formerly Represented Party was actually adverse to any of the Searched Parties in connection with the Closed Matter. I do not believe that Akin's work on the Closed Matter precludes it from meeting the disinterestedness standard under the Bankruptcy Code. Nevertheless, Akin is disclosing the Closed Matter out of an abundance of caution and has instituted formal screening measures to screen the attorney who worked on the Closed Matter from all aspects of Akin's representation of the Independent Director.

I. Other Connections and Disclosures

33. Akin performed general diligence to determine any connections beyond what is disclosed in the attached schedules. In matters unrelated to these Chapter 11 Cases, Akin may have represented in the past, may currently represent or in the future may represent other persons

or entities (other than parties identified in the attached schedules) who may be parties in interest in these Chapter 11 Cases. Akin will only represent such persons or entities in matters wholly unrelated to these Chapter 11 Cases.

34. In addition, Akin regularly represents informal groups of creditors of companies that are facing financial distress, which financial distress may not have been publicly disclosed. Some of these companies may be or become parties in interest in these Chapter 11 Cases. Akin will only represent such informal groups in matters wholly unrelated to these Chapter 11 Cases.

35. Akin has over 1,000 attorneys and advisors and many other employees. It is possible that certain Akin professionals or employees hold interests in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds and other types of investment funds (the “Investment Funds”), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors or other parties in interest in these Chapter 11 Cases, often without Akin’s knowledge. Each Akin person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund’s decision to buy, sell or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when such Akin employee makes an investment in the Investment Fund, such person does not know what securities the blind pool Investment Fund will purchase or sell and such person has no control over such purchases or sales.

36. From time to time, Akin professionals and other employees personally directly acquire a debt or equity security of a company which may be (or become) one of the Debtors, their creditors or other parties in interest in these Chapter 11 Cases. Akin has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their

attention in the course of their work, so that all Akin professionals and other employees are barred from trading in securities with respect to which they possess confidential information.

37. On December 20, 2024, Akin sent a firm-wide email asking all employees to report, to the best of their knowledge, if they, or a member of their immediate family, (i) hold any securities in the Debtors and/or (ii) have any current or former personal, business and/or any other relationship or connections with the Independent Director or the Debtors. Although no responses were received, it is possible that Akin employees own small amounts of the Debtors' securities or that an employee may have a personal connection with the Independent Director or the Debtors that I am not aware of.

38. None of Akin's representations of creditors or other parties in interest who are involved in these Chapter 11 Cases comprise a material component of Akin's practice, nor does Akin currently represent such parties on any issue relating to these Chapter 11 Cases. For the reasons stated herein, Akin represents no interests adverse to the Debtors' individual creditors or the Independent Director and, therefore, is capable of fulfilling its duties to the Independent Director.

COMPENSATION

39. Akin will make appropriate applications to this Court pursuant to Bankruptcy Code sections 328, 330 and 331 for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Compensation Order and any other orders of this Court. Subject to this Court's approval, Akin will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to Bankruptcy Code sections 328, 330 and 331.

40. Akin's hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions.⁶ The then-current 2024 hourly rates and 2025 hours rates charged by Akin for professionals and paraprofessionals employed in its domestic offices are provided below:

Billing Category	2024 Range	2025 Range
Partners	\$1,420 - \$2,195	\$1,625 - \$2,495
Senior Counsel	\$1,055 - \$1,800	\$1,145 - \$1,900
Counsel	\$1,250 - \$1,575	\$1,360 - \$1,675
Associates	\$840 - \$1,200	\$895 - \$1,310
Paralegals	\$225 - \$530	\$255 - \$635

41. The hourly rates set forth above are Akin's standard hourly rates for work of this nature. These rates are set at a level designed to compensate Akin fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Akin operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, the lawyer's area of specialization, the firm's expertise, performance and reputation, the nature of the work involved and other factors. Akin's hourly rates vary with the experience and seniority of the individuals assigned. Akin's hourly rates, including those adjustments as set forth herein, are consistent with (i) market rates for comparable services and (ii) the rates that Akin charges and will charge other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

⁶ For example, like many of its peer law firms, Akin typically increases the hourly billing rate of attorneys and paraprofessionals periodically in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing in seniority and promotion; and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the Revised UST Guidelines (defined below)). While the rate ranges provided for herein may change if an individual leaves or joins Akin, and if any such individual's billing rate falls outside the ranges disclosed above, Akin does not intend to update the ranges for such circumstances.

42. It is Akin's policy to charge its clients in all areas of practice for all expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. Akin will seek reimbursement for such expenses pursuant to, among other things, any applicable guidelines established by the Office of the U.S. Trustee.

43. No agreement exists, nor will any be made, to share any compensation received by Akin for its services with any other person or firm other than members of Akin.

44. As specifically set forth herein and in the attached schedules, Akin represents certain of the Debtors' creditors or other parties in interest in ongoing matters unrelated to the Debtors and these Chapter 11 Cases. To the best of my knowledge and insofar as I have been able to ascertain, none of the representations described herein are materially adverse to the interests of the Independent Director, the Debtors or the Debtors' estates. Moreover, based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, Akin is a "disinterested person" within the meaning of Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b) and as required by Bankruptcy Code section 327(a).

45. The foregoing constitutes the statement of Akin pursuant to Bankruptcy Code sections 328(a), 329 and 504, Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1.

STATEMENT REGARDING REVISED UST GUIDELINES

46. The Retaining Debtors and Akin intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications

to be filed by Akin in the course of its engagement. In doing so, however, the Retaining Debtors, the Independent Director and Akin reserve all rights as to the relevance and substantive legal effect of the Revised UST Guidelines in respect of any application for employment or compensation in these Chapter 11 Cases that falls within the ambit of the Revised UST Guidelines.

47. The following is provided in response to the request for additional information set forth in Section D of the Revised UST Guidelines.

- (a) Akin did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement; the hourly rates set forth in the Application and this Declaration are consistent with (i) market rates for comparable services and (ii) the rates that Akin charges and will charge other comparable chapter 11 clients, regardless of the location of the chapter 11 case.
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of these Chapter 11 Cases.
- (c) Akin did not represent the Independent Director or the Debtors in the 12-months prior to the Petition Date.
- (d) Akin expects to develop a budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which Akin reserves all rights.
- (e) The Independent Director has approved Akin's proposed hourly billing rates.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: January 9, 2025

/s/ Michael S. Stamer
Name: Michael S. Stamer

Schedule 1

Schedule of Searched Parties

Independent Director

Michael J. Wartell

Counsel to Independent Director

Ashby & Geddes, P.A.

Debtors Entities & Related Subsidiaries

American Freight FFO, LLC
American Freight Franchising, LLC
American Freight Franchisor, LLC
American Freight Group, LLC
American Freight Holdings, LLC
American Freight Management
Company, LLC
American Freight Outlet Stores, LLC
American Freight, LLC
Betancourt Sports Nutrition, LLC
Buddy's Franchising and Licensing LLC
Buddy's New Co, LLC
Educate, Inc.
Franchise Group Acquisition TM, LLC
Franchise Group Intermediate AF, LLC
Franchise Group Intermediate B, LLC
Franchise Group Intermediate BHF LLC
Franchise Group Intermediate Holdco,
LLC
Franchise Group Intermediate L, LLC
Franchise Group Intermediate PSP, LLC
Franchise Group Intermediate S, LLC
Franchise Group Intermediate SL, LLC
Franchise Group Intermediate V, LLC
Franchise Group New Holdco, LLC
Franchise Group Newco BHF, LLC
Franchise Group Newco PSP, LLC
Franchise Group Newco S, LLC
Franchise Group Newco SL, LLC
Franchise Group Newco V, LLC

Franchise Group, Inc.
Freedom Receivables II, LLC f/k/a B.
Riley Receivables II, LLC
Freedom VCM Holdings, LLC
Freedom VCM Interco Holdings, Inc.
Freedom VCM Interco, Inc.
Freedom VCM Receivables, Inc.
Freedom VCM, Inc.
Home & Appliance Outlet LLC
Pet Supplies "Plus", LLC
PSP Distribution, LLC
PSP Franchising, LLC
PSP Group, LLC
PSP Midco, LLC
PSP Service Newco, LLC
PSP Stores, LLC (Ohio)
PSP Subco, LLC
Valor Acquisition, LLC
Vitamin Shoppe Florida, LLC
Vitamin Shoppe Franchising, LLC
Vitamin Shoppe Global, LLC
Vitamin Shoppe Industries LLC
Vitamin Shoppe Mariner, LLC
Vitamin Shoppe Procurement Services,
LLC
W.S. Badcock Corporation
WNW Franchising, LLC
WNW Stores, LLC

Directors and Officers

Aaron Granger
Alissa Ahlman
Andrew Kaminsky
Andrew Laudato
Andrew M. Laurence
Anthony Block-Belmonte
Brian Hoke
Bryant R. Riley
Christopher Meyer
Christopher Rowland
Daniel McNamara
Eric Seeton
Jacob Jones
Jeff Van Orden
Jeffrey Seghi
Jemma Lawrance

John Hartmann
Kenneth Miles Tedder
Lee Wright
Michael Bennett
Mike Gray
Muriel Gonzalez
Neal Panza
Norman McLeod
Peter Corsa
Philip Etter
Teresa Orth
Tiffany McMillan-McWaters
Todd Arden
Todd Evans

5% or Greater Equity Holders

B. Riley Private Shares 2023-2 QP, LLC
B. Riley Securities, Inc.
BRF Investments, LLC

Brian Kahn and Lauren Kahn Joint
Tenants by Entirety
Vintage Opportunity Partners, L.P.

Committee Members

Federal Warranty Service Corporation
Jennifer Walker
Nestle and its Subsidiaries, including
Nestle Purina Petcare, Nestle USA,
Garden of Life, Orgain, and Atrium

NNN Reit, LP (fka National Retail
Properties)
Solstice Sleep Company

Committee Professionals

Pachulski Stang Ziehl & Jones LLP
Perella Weinberg Partners LP

Province, LLC

Other Professionals

AlixPartners LLP
Blank Rome LLP
Chipman Brown Cicero & Cole, LLP
Davis Polk & Wardwell LLP
Deloitte & Touche LLP
Ducera Partners LLC

Ernst & Young
Evercore LP
Farnan LLP
Foley & Lardner LLP
FTI Consulting

Gordon Brothers Asset Advisors, LLC
Gordon Rees Scully Mansukhani, LLP
Grant Thornton LLP
Greenhill & Co.
Guggenheim Securities, LLC
Hilco Merchant Resources, LLC
Hilco Real Estate, LLC
Holland & Knight, LLP
Kroll Restructuring Administration LLC
Landis Rath & Cobb LLP
Latham & Watkins LLP
Lazard Group LLC
M3 Advisory Partners, LP
Morris, Nichols, Arsht & Tunnell LLP
Paul Hastings LLP
Paul, Weiss, Rifkind, Wharton &
Garrison LLP

Petrillo Klein & Boxer LLP
Porter Wright Morris & Arthur LLP
Potter Anderson & Corroon LLP
Richards Layton & Finger, PA
Riemer & Braunstein LLP
Ryan, LLC
Seward & Kissel LLP
Sheppard Mullin Richter & Hampton
LLP
Sullivan & Cromwell LLP
Timothy J. Fox
Troutman Pepper Hamilton Sanders LLP
White & Case LLP
Willkie Farr & Gallagher LLP
Winston & Strawn LLP
Young Conaway Stargatt & Taylor, LLP

Agents and Lenders

See para. 25 of the Stamer Declaration.

Administrative and Collateral Agents

Alter Domus (US) LLC
JPMorgan Chase Bank, N.A.

Significant Litigation Matters

Charles Knight
Health Advocate
Gale et al [Class Action]
Joseph F Gazzo III
Matthew Giffuni

Quadre Investment Advisors LLC
Buddy's Mac Holdings, LLC

Top Unsecured Creditors (as of 10.10.24)

Albany Industries Inc.
Alpha Inc.
Aquatic & Reptile - Central Garden &
Pet
Arizona Nutritional Supplements
Assurant Inc.
Champion Petfoods USA
Climatic Home Products
Coyote Logistics

Delta Furniture
Earth Animal Ventures
Ehplabs LLC
Elanco US Inc.
Elements International Group LLC
EMA Electrolux/Frigidaire
Force Factor Brands LLC
GE Appliances
GE General Electric-Haier US

Appliance
 Google
 Hartz Mountain - VMX
 Hill's Pet Nutrition
 Kong Company
 Living Style (Singapore) Pte. Limited
 Lowes Companies Inc.
 M I Industries Inc.
 Madix Inc.
 Midwestern Pet Foods
 Muebles Briss S.A. De C.V. (Marby)
 Natural Balance Pet Foods Inc.
 Nestle Purina Petcare Company
 Open Farm Inc.
 Order Groove Inc.
 O'Rourke Bros., Inc.
 O'Rourke Sales Company
 Peak Living, Inc.

Phillips Feed and Pet Supply
 Premier Nutrition Company, LLC
 Radio Systems Corporation
 Sealy Mattress Manufacturing Company
 Simmons Pet Food Inc.
 Solstice Sleep Company
 Spectrum Brands Pet LLC
 Standard Furniture MFG Co. Inc.
 Stella and Chewys LLC
 Surest/UnitedHealthcare Inc.
 Titanic Furniture
 Transform Holdco LLC (3PL)
 UPS (Ocean Freight)
 Vitamin Well USA LLC
 Wellness Pet LLC
 Weruva International Inc.
 Whirlpool
 Zinatex Imports, Inc.

Landlords & Lessors

103rd Street 6024, LLC
 1210 Morena West LLC
 1230 Zion, LLC
 1700 Eubank, LLC
 1997 GRP Limited Partnership
 2151 Highland Partners, LLC
 2885 Gender Road, LLC
 30X30 34th Street Lubbock Partners,
 LLC
 3200 Hwy 13, LLC
 4100 Tomlynn Street-Rebkee, LLC and
 Tomlynn Street-Fountainhead, LLC
 4116 OBT Investments, LLC
 425 Broadway RE Holdings LLC & 431
 Broadway RE Holdings LLC
 4801 Washtenaw LLC
 5737-5848 North Elizabeth Street
 Holdings, LLC
 6001 Powerline, LLC
 65 Holmes Investment Partners LLC
 6588 LLC
 7000 S May Ave, LLC
 801 South Ft. Hood, LLC
 900-71, LLC
 A. Roland Kimbrell Trust

Acorn Ridge Properties LLC, JDM
 Capital, LLC, MO Partners LLC,
 Confluence Investment LLC
 Afreight Holdings, LLC
 AJDC 2, LLC
 Albany Plaza Shopping Center LLC
 Alisan LLC and Roseff LLC
 All American Association, LLC and
 Yvonne Keff
 Allentex, LP
 Amerco Real Estate Company
 AMG Properties Inc.
 Amplify Credit Union
 Anderson Plaza, LLC
 Arch Village Management Realty LLC
 Ares Holdings, L.L.C.
 Arizona Mills Mall, LLC
 AR-Park Shopping Center, LLC and
 JSP-Park Shopping Center, LLC
 Atlanta Industrial TT, LLC
 B.J. McCord D/B/A McCord Business
 Center
 B33 Broadview Village LLC
 Baldwin Gardens, Inc.
 Bane Holdings of Tallahassee, LLC

Banner Partners, LLC
 Bardstown S.C., LLC
 BC Airport, LLC
 Bell-51st, LLC
 Belt 98, Inc.
 Berryessa Plaza LLC
 BG Plaza, LLC
 Boatlanding Development Co., Inc.
 Bostick Development, L.C.
 BRC Hendersonville, LLC
 BRE Mariner Venice Shopping Center
 LLC
 BRE Retail NP Festival Centre Owner
 LLC
 Brierwood Village LLC
 Brighton Landmark, LLC
 Brixmor Holdings 8 SPE, LLC
 Brixmor SPE 5 LLC
 Brixton Rogue, LLC
 Brookhill V Acquisition, LLC
 Brooksville Commercial Properties,
 LLC and Oak Tree Lane, LLC
 Brown Deer Mall, LLC
 Bruce Howe Trust
 BSW/DMW Properties LLC
 Cafaro Leasing Company, LTD.
 Candler RD Plaza GA LLC
 Cedar Golden Triangle, LLC
 Centerpoint 550, LLC
 Centerview Plaza, LLC
 Central Mall Port Arthur Realty
 Holding, LLC
 Certified Capital, LP, Horowitz
 Holdings, LLC, Asset Acquisitions,
 LLC, and 3610 Partners, GP
 Ceta Group Limited Partnership
 Chapel Hills Realty LLC, Chapel Hills
 CH LLC, and Chapel Hills Nassim
 LLC
 Charleigh Davis and TCCB Properties
 Chicago Title & Trust Company, As
 Trustee Under Trust Agreement
 Dated 10/10/1984 and Known as
 Trust No. 1086065
 Chillicothe Shopping Center, LP
 Chris McCarty Company, LLC

Cielo Paso Las Tiendas, L.P.
 Circle City Property Group Inc.
 Citimark Charleston, LLC
 CJM Limited Liability Limited
 Partnership
 Clear Creek Brothers - CV, LLC
 Clear Lake Center, L.P.
 Clendenin Partners
 CLPF-Essex Green, LLC
 Cobblestone Square Company, Ltd.
 ColFin 2015-2 Industrial Owner, LLC
 Colony Mills Enterprises, LLC
 Combined Properties Limited
 Partnership
 Commercial Properties Associates, LLP
 Concord Retail Investment Group, LLC
 Core MR Westview, LLC
 Costco-Innovel Owner LLC
 Costco-Innovel Properties LLC
 Creekstone/Juban I, LLC
 Crossing Point LLC
 Crossroads Centre II, LLC
 Crossroads Plaza, LLC
 Crossroads Sunset Holdings, LLC
 Cuyahoga Investments, LLC
 CWP/Arlington LLC
 D3 New Albany, LLC
 Daniel G. Kamin Wadsworth Enterprises
 Daniel P. Hagaman
 Danville Riverside Partners, LLC
 Daytona Commons, LLC
 DCT Presidents Drive LLC
 DDR Carolina Pavilion LP
 Dennis R. Phillips Revocable Trust
 Derby Improvements, LLC
 DES 2015, LLC and CJCM, LLC-Series
 CV505
 Dixie Manor, LLC
 Donna M. Rainwater & Larry J.
 Rainwater
 Donna Rainwater Reece, Larry J.
 Rainwater, R. Bryan Whitmire and Karla
 J. Whitmire
 Douglas C. Foyt and Trailers for Sale or
 Rent, Inc.
 Dyn Sycamore Investments, L.L.C.

E & L Investments LLC	LLC, and MRH Venture Capital LLC
E.W. Thompson, Inc.	Gridley Square Property, LLC
Eagle Water, LLC	GS Centennial LLC
Eagle-North Hills Shopping Centre LP	Gulson Retail LLC
Eastlake Edison LLC and Eastlake	Halltown Farms, LLC
Milford LLC	Hankins Real Estate Partnership
Economy Square, Inc.	Hart & Hart Corp.
Ellis Chai LLC	Henry Fine Trust
Esue LLC	Hidden Hill Road Associates, LLC
Ethan Conrad Properties, Inc.	High Cotton Palisades, LLC, High
Excel Realty Partners, L.P.	Cotton Shoals, LLC and Pharo Palisades
ExchangeRight Value-Add Portfolio 2	I, LLC
Master Lessee, LLC	Himaloy Taylor LLC
F.M.K., LLC	HM Peachtree Corners I LLC
Fairview Heights Realty, LLC and	Hogan Holdings 56, LLC
Fairview Nassim LLC	HV Center LLC, HV Center TIC 1 LLC,
Fall River Shopping Center North, LLC	and HV Center TIC 2 LLC
Faye Gross	IH 35 Loop 340 Investors, Ltd.
Fiddler's Run, LLC	IH-10 Hayden, Ltd.
Fivel Family, LLC	Indian Trail Square, LLC
Fox Jr. Development Inc.	Inland Commercial Real Estate Services
Franklin Mills Associates Limited	LLC
Partnership	Innovation Realty IN, LLC
Franklin Towne Plaza LLC	Integra CRE, LLC
Frayer Enterprises, LLC	IRC Park Center Plaza, L.L.C.
Fredric Singer	Ireland Corner, LLC
Front Street Kansas City, LLC	Isador Schreiber & Associates, LLC
FSC West Covina, LLC	J & F Gainesville Properties, LLC
FSH Galleria Plaza, LLC	J&L Development Company, LLC
G&I X Industrial IN LLC	Jackson Street Group, LLC
Gamble Brothers, LLC	Jeffnan U.S.A. Inc.
Gary Mehan, DBA G.M. Properties	JHG Properties, LLC
Gateway Retail Partner III, LLC	JMK5 Winchester, LLC
Gateway South, LLC #1	JMW Hebron, LLC
Gbuzz, LLC	Joe Amato East End Centre, LP
GCP Boom, LLC	JRF Texas Properties, LLC
Giuffre IV, LLC	JSM Land Group, LLC
GKI Industrial Dallas, LLC	Kelley Commercial Realty, LLC and
Glendale Galleria Center, LLC	Stephanie D. Kelley
GLL BVK Properties, L.P.	Keyser Oak Investors, LLC
Gosula Holdings Ltd.	KGI Military LLC
Gravois Bluffs East 8-A, LLC	Kin Properties Inc.
Greater Orlando Aviation Authority	Kings Mountain Investments
Greenfield Plaza LLC	Kingsport Green AC Managing
Greenlight Development, LLC	Company, LLC
GRH Goodyear LLC, Gaston Holdings	Kinsman Investors

Kitty Wells, Inc.
 KMD, LLC
 KRG Houston Royal Oaks Village II, LLC
 KRG Plaza Green, LLC
 L.W. Miller Holding Company
 Laurie Industries, Inc., Kinpark Associates and Fundamentals Company
 Lawrence F. Kolb & Catherine M. Kolb, Trustees of the Lawrence F. Kolb and Catherine M. Kolb JLRT U/A/D April 12, 2018 and 2233 & 2235 MO Blvd, LLC
 LBD Properties, LLC
 LCRF, LLC
 LDC Silvertree, LLC
 Leland J3, LLC
 Leveraged Holdings, L.L.C.
 Lexington 2770, LLC
 Lichtefeld Development Trust
 Lidl US Operations, LLC
 Lincoln Associates
 LIT-ENVP Limited Partnership
 LoLo Enterprises, LLC
 Lovell 2.5, LLC
 LU Candler Station Holdings, LLC
 Lynch Butler
 M3 Ventures, LLC
 Macon Center, LLC
 Malco T.I.C.
 Mall at Potomac Mills, LLC
 Marathon Management, LLC
 Marc NaperW LLC and NaperW, LLC
 MarketFair North, LLC
 McRae Mortgage & Investments, LLC
 Meditrina Properties, LLC
 Melvin C. McClung, Trustee of the Tommie Louise McClung Family Trust
 Menard, Inc.
 Merchant 33 LLC
 Merchant's Investors, LLC
 Meredith, Inc.
 Midwest Commercial Funding, LLC
 Missouri Boulevard Investment

Company, LLC
 Mobile Highway 4500, LLC
 Mojack Holdings, LLC
 Mongia Capital Michigan, LLC
 Moon Village, LLC
 Morningside Plaza, L.P.
 MR Stealth LLC
 Muenchens Unlimited, LLC
 NDF III MJ Crossing, LLC
 New Bern Development LLC
 New Plaza Management, LLC
 Newport Crossing Investors, LLC
 Niagara Falls 778, LLC
 North County Columbia Realty, LLC
 Northern McFadden Limited Partnership
 Northside Village Conyers, LLC
 Northtowne Center Investors, LLC
 Oak Forest Group, Ltd
 Okee Realty Associates, LLC
 Old Orchard, LLC
 One Home Realty, Inc.
 One Land Company, LLC
 One Oak Investments, LLC
 Osborne Properties Limited Partnership
 Oxford Street Huntsville
 P & S Axelrod, L.L.C.
 P&H Investments, LLC
 Pacifica Muskegon, LLC
 Parker-Anderson, LLC
 Parkway Mall, LLC
 PCRIF Spring Park Holdings, LLC
 Pensacola Corners LLC
 PFILP - Parr Boulevard, LLC
 Pilchers Summit Limited Partnership
 Pinellas Park Square, LLC
 Piqua Investment Partners, LLC
 PK II El Camino North L.P.
 Plaza North Shopping Center, LLC
 Polk County Partners, LLC
 Port St. Lucie Plaza I, II, III, LLC
 Prattville Partners, Limited Partnership
 Prologis Targeted U.S. Logistics Fund, L.P.
 Pullman Square Associates
 Rainbow Investment Co.
 Randall M. Schulz

Ravi Randal Investment Group, LLC
 RE Pecan, LLC
 Realty Income Corporation
 Regions Bank as Trustee of the Thomas
 H. Willings Jr. Family Trust
 Repwest Insurance Company
 Richard Briggs and John Nathan Briggs,
 as Trustees of the Stephanie R.
 Briggs Irrevocable Trust dated
 October 15, 2009; and Stephanie R.
 Briggs and John Nathan Briggs, as
 Trustees of the Richard M. Briggs
 Irrevocable Trust dated October 15,
 2009
 Ridgewater Commerce LLC
 Rini Realty Company
 River Oaks Properties, Ltd.
 Riverdale Center North, LLC
 Riverplace Shopping Center, LLC
 Rock N Roll Development, LLC
 Rockhill Center, LLC
 Rodi Road 501, LLC
 Rogers Commercial Properties, LLC
 Rose & Rose, LLC
 RPI Ridgmar Town Square, Ltd.
 RRG LLC
 Sabatine BK Development, LLC
 Saia Family Limited Partnership
 Sarabara Corp.
 Sav 15000 Abercorn, LLC
 Sears Authorized Hometown Stores,
 LLC
 SEK 7753, LLC
 Shrewsbury Village Limited Partnership
 Sissel Juliano
 SJN Realty Holdings, LLC
 Slidell Athletic Club Property, L.L.C.
 Somera Road - Athens Georgia II, LLC
 South Tulsa Storage, LLC
 Southern Hills Center, Ltd.
 Southgate Properties, LLC
 Southtown Plaza Realty LLC and
 Southtown Nassim LLC
 Southview Dothan Investors, LLC
 Space For Lease of Tennessee
 State Road 4201, LLC

Stature High Ridge, LLC
 Sterling Equities II, LLC
 Stewart & Hamilton Properties, LLC
 Stone Mountain Square Shopping
 Center, LLC
 SVR Investments, LLC
 SW 17th Street 1010, LLC
 Sylvan Park Apartments, LLC
 T.B.R. Property Group, LLC
 T18 Investments, LLC
 Tanglewood Venture, LLC
 TB Garrett Creek, LLC
 TBF Group Battle Creek, LLC
 TCP Enterprise Parkway, LLC
 Tejas Center, Ltd.
 Tenalok, LLC
 Texas Main Street, LLC
 The Collins Investment Trust
 TKC CCXXXIX, LLC
 TKG Colerain Towne Center, LLC
 TKG Cranston Development, L.L.C.
 TKG Fairhaven Commons, LLC
 TLP 4782 Muhlhauser LLC
 Tops Holding, LLC
 Town Real Estate Enterprises, LLC
 Tucson Speedway Square, LLC
 Tumon Bay Resort & Spa, LLC
 Turfway Baceline, LLC
 Two by Two Properties, LLC
 Tycker Heirs Separate Property, LLC
 University Realty Associates, LLC
 US Investments
 Victory River Square, LLC
 Vishal Kalmia Plaza, LLC
 W.H. Warehouse, L.L.C.
 Wal-Austin, LLC
 Warner Robins Perlmix, LLC
 Watson Village Retail, LLC
 Waverly Plaza Shopping Center, Inc.
 West County Investors, LLC
 Weston SCIP 2 LLC
 Westphal Leasing, LLC
 Westside Village Shopping Center of
 Rome, Inc.
 WFD Investments, L.L.C.
 White Lane, LLC

Whitehall Crossing D, LLC
William Shane Courtney
Woodcrest Akers, LLC
Woodforest Mini-City Partners, LP and

JLCM Partners, LP, TIC
Wylds 1708, LLC
YEK #9, LLC
York Realty Investment, LLC

Significant Counterparties to Material Agreements

Capturis

Engie Resources LLC

Significant Suppliers and Vendors

A Team Sales LLC
Affordable Furniture Mfg Inc
Alani Nutrition
American Agco (ADMC)
Animal Supply Co Lone Star
Animal Supply Co Wholesome
Ashley Furniture Industries Inc
Brodnax Printing Company I, LLC dba
Brodnax 21c Printers
California Pet Partners LLC
Capstone Nutrition
Cramco
Crown Mark Imports Inc
Das Labs LLC
Elytus Ltd
Enterprise FM Trust
Flexport
Florida State Games Inc.
Garden of Life
Generis Tek Inc
GHOST, LLC.
Gorilla Mind
KFM247 Ltd
Kith Furniture
Korber Supply Chain US, Inc.
Lumisource, LLC
Marcone Appliance Parts Company
Mars Petcare
Media Works, Ltd.

Merrick Pet Foods Inc
Meta Platforms, Inc.
MMXXI Investments LLC
Nutrivo, LLC
ODP Business Solutions, LLC (Office
Depot)
One Stop Facilities Maintenance Corp
Optimum Nutrition
Origin Labs
Peak Living
Phillips Lansing Facility
Planitretail LLC
Prime Hydration LLC
Pro-Form Laboratories
Quest Nutrition, LLC
Raw Sport Supplement Company
Redcon 1
Royal Canin
Ryse Up Sports Nutrition LLC
Seaboard International Forest Products
LLC
Sealy Mattress Company
Seminole Furniture
Steve Silver Company
Uber Freight US LLC
Velosio LLC
Vitality Works, Inc.
Wex Bank

Other Parties

BCDC Portfolio Owners LLC
BCHQ Owner LLC
National Retail Properties, LP

DE - Judges

Chan, Ashely M.
Dorsey, John T.
Goldblatt, Craig T.
Horan, Thomas M.
Owens, Karen B.

Shannon, Brendan L.
Silverstein, Laurie Selber
Stickles, J. Kate
Walrath, Mary F.

DE - Office of the United States Trustee

Andrew R. Vara
Benjamin Hackman
Christine Green
Diane Giordano
Dion Wynn
Edith A. Serrano
Elizabeth Thomas
Fang Bu
Hannah M. McCollum
Holly Dice
James R. O'Malley
Jane Leamy
Jonathan Lipshie
Jonathan Nyaku
Joseph Cudia
Joseph McMahon
Lauren Attix
Linda Casey
Linda Richenderfer
Malcolm M. Bates
Michael Girello
Nyanquoi Jones
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch
Timothy J. Fox, Jr.

Notice of Appearance Parties, as of December 30, 2024¹

2205 Federal Investors, LLC
3644 Long Beach Road LLC
Aberdeen Oklahoma Associates

Ahuja Development LLC
Amazing Organics LLC t/a Amazing
Herbs

¹ This category only includes parties that filed notices of appearance and have not been searched under other categories.

Atlantic Plaza Station LLC	Frontier Kissimmee LLC
Azalea Joint Venture, LLC	Frontier Osceola LC
B. Riley Principal Investments, LLC and its affiliates	Fundamentals Company
Babson Macedonia Partners, LLC	Fundamentals Company LLC
BC Exchange Salt Pond	Galveston County
Beral, LLLP	Galveston County
Blue Owl Real Estate Capital LLC	GCP Bloom LLC
Brixmor Operating Partnership LP	Glanbia Performance Nutrition, Inc.
Brookdale Shopping Center, L.L.C.	Golden Station LLC
Brookfield Properties Retail Inc.	Hamilton Ridge Station LLC
Brookfield Properties Retail Inc.	Hampton Village Station LLC
Brownsville Independent School District	Harris Co ESD #08
Chapel Hill North Station LLC	Harris Co ESD #09
Cintas Corporation No. 2	Harris Co ESD #11
City of El Paso, Bexar County	Harris Co ESD #16
City of Houston	Harris Co ESD #48
City of Pasadena	Harris County
Comenity Capital Bank	Harris County, ATTN: Property Tax Division
Continental Realty Corporation	Hartville Station LLC
Copperas Cove Independent School District	Harvest Station LLC
County of Loudoun, Virginia	Hillsborough County Tax Collector
CTO24 Carolina LLC, as successor in interest to DDR Carolina Pavilion, LP	Houston Community College System
Curblin Properties Corp.	Houston ISD
Cypress-Fairbanks ISD	Jefan LLC
Cypress-Fairbanks ISD	Jefferson County
Deer Park ISD	Jensen Beach Station LLC
Dell Financial Services L.L.C.	JLL Property Management (Franklin Mall)
Doctor's Best Inc.	Katy ISD
Drink LMNT, Inc.	Kawips Delaware Cuyahoga Falls, LLC
Edgewood Station LLC	Kerrville Independent School District
Elanco US Inc.	Kimco Realty Corporation
Fairfield Station LLC	Kin Properties, Inc.
Fairlawn Station LLC	Kinpark Associates
Federal Realty OP LP	Kite Realty Group, L.P.
First Washington Realty	Lakewood (Ohio) Station LLC
Five Town Station LLC	Laurel Lakes, LLC
Former Stockholders	Laurie Industries Inc
Fort Bend County	Lone Star College System
Fort Bend County	Lubbock Central Appraisal District Midland County
FR Grossmont, LLC	Magnolia Independent School District
Frontier Bel Air LLC	Mars Fishcare North America, Inc.
Frontier Dania LLC	Mars Petcare US, Inc.
Frontier Dover LLC	Memorial Kirkwood Station LLC

Montgomery County
 Montgomery County
 Muffrey LLC
 NNN REIT, Inc.
 Orchard Square Station LLC
 Oxford Valley Road Associates, L.P.
 Paoli Shopping Center Limited
 Partnership, Phase II
 Parkridge Center Retail, LLC
 Parm Golf Center LLC
 Pasan LLC, Esan LLC
 Phillips Edison & Company
 Prime/FRIT Mission Hills, LLC
 Prince George's County, Maryland
 Prophecy Settlement-related Liquidating
 Trust 2022-23
 Rainbow Station North LLC
 Raymond Leasing Corporation
 RCG-PSC Camp Creek Owner, LLC
 Regency Centers, L.P.
 Rockfirm, LLC
 Sangamon North LLC
 Sayville Plaza Development, LLC
 Shamrock A. Owner LLC
 Shanri Holdings Corporation
 ShopOne Centers REIT, Inc.,
 Shoregate Station LLC

Simon Property Group, Inc.
 SITE Centers Corp.
 Southfield Station LLC
 Stone Gate Station LLC
 Summerville Station LLC
 Sunwarrior Ventures LLC d/b/a
 Sunwarrior LLC and Sun Brothers,
 LLC
 Surprise Towne Center Holdings, LLC
 Surprise Towne Center Holdings, LLC
 Texas Comptroller of Public Accounts,
 Revenue Accounting Division
 Texas Taxing Authorities
 The Commons at Southpark LLC
 The J. M. Smucker Company
 TM2, LLC
 United Parcel Service, Inc. and its
 subsidiaries and affiliates
 Valrico Station LLC
 Vestar-CPT Tempe Marketplace, LLC
 Village Mooresville Station LLC
 VS Tempe, LLC
 Wheat Ridge Station LLC
 Whirlpool Corporation
 Wilmington Trust, National Association
 Woodbolt Distribution, LLC
 WPG Legacy, LLC

Parties Listed on Filed 2019 Statements, as of December 30, 2024²

American Electric Power
 Atlantic City Electric Company
 Baltimore Gas and Electric Company
 Boston Gas Company
 CenterPoint Energy Resources Corp.
 Commonwealth Edison Company
 Consolidated Edison Company of New
 York, Inc.
 Constellation NewEnergy - Gas
 Division, LLC
 Constellation NewEnergy, Inc.

Delmarva Power & Light Company
 Dominion Energy South Carolina, Inc.
 Entergy Arkansas, LLC
 Entergy Louisiana, LLC
 Entergy Mississippi, LLC
 Entergy Texas, Inc.
 Eversource Gas of Massachusetts
 Florida Power & Light Company
 Georgia Power Company
 Gexa Energy, LP
 Jersey Central Power & Light Company

² This category only includes parties listed on filed Bankruptcy Rule 2019 statements and have not already been searched under other categories.

KeySpan Energy Deliver New York
KeySpan Energy Delivery Long Island
Massachusetts Electric Company
Metropolitan Edison Company
Monongahela Power Company
New York State Electric and Gas
Corporation
Niagara Mohawk Power Corporation
NStar Electric Company - Western
Massachusetts
Ohio Edison Company
Orange & Rockland Utilities, Inc.
PECO Energy Company
Pennsylvania Electric Company
Pennsylvania Power Company
Peoples Gas System, Inc.
Potomac Edison Company
PSEG Long Island
Public Service Company of New
Hampshire
Rochester Gas & Electric Corporation
Salt River Project
San Diego Gas and Electric Company
Southern California Edison Company
Tampa Electric Company
The Cleveland Electric Illuminating
Company
The Connecticut Light & Power
Company
The Potomac Electric Power Company
Toledo Edison Company
Tucson Electric Power Company
Virginia Electric and Power Company
d/b/a Dominion Energy Virginia
West Penn Power Company
Yankee Gas Services Company

Schedule 2

Schedule of Searched Parties and/or Certain Related Parties that Akin Currently Represents, or Has in the Past Three Calendar Years Represented, in Matters Unrelated to these Chapter 11 Cases

Independent Director

Akin has not in the past three calendar years represented and, except with respect to Akin's proposed retention set forth in the Application, currently does not represent this Searched Party; see also para. 23 of the Stamer Declaration.

Counsel to Independent Director

Akin has not in the past three calendar years represented and currently does not represent this Searched Party.

Debtors Entities & Related Subsidiaries

Except with respect to Akin's proposed retention as set forth in the Application, Akin has not in the past three calendar years represented and currently does not represent these Searched Parties.

Directors and Officers

Akin has not in the past three calendar years represented and currently does not represent these Searched Parties.

5% or Greater Equity Holder

Akin has not in the past three calendar years represented and currently does not represent these Searched Parties.

Committee Members

Akin has in the past three calendar years represented the following Searched Party and/or certain related parties of such Searched Party on matters wholly unrelated to these Chapter 11 Cases:

Nestle and its Subsidiaries, including
Nestle Purina Petcare, Nestle USA,
Garden of Life, Orgain, and Atrium

Committee Professionals

Akin has in the past three calendar years represented the following Searched Party and/or certain related parties of such Searched Party on matters wholly unrelated to these Chapter 11 Cases:

Perella Weinberg Partners LP

Other Professionals

Akin currently represents the following Searched Parties and/or related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

AlixPartners LLP

Deloitte & Touche LLP

Evercore LP

FTI Consulting

Guggenheim Securities, LLC

Holland & Knight, LLP

Kroll Restructuring Administration LLC

Lazard Group LLC

White & Case LLP

Akin has in the past three calendar years represented the following Searched Party and/or certain related parties of such Searched Party on matters wholly unrelated to these Chapter 11 Cases:

Ernst & Young

Agents and Lenders

Akin currently represents the following Searched Parties and/or related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

Bardin Hill Investment Partners LP, funds or accounts it manages and/or affiliates

Blue Owl Liquid Credit Advisors, LLC, funds or accounts it manages and/or affiliates

Fidelity Management & Research Company LLC, funds or accounts it manages and/or affiliates

Garnett Station Partners, funds or accounts it manages and/or affiliates

Global Atlantic Financial Group, Ltd., funds or accounts it manages and/or affiliates

Guggenheim Partners Investment Management, funds or accounts it manages and/or affiliates

HSBC Bank PLC, funds or accounts it manages and/or affiliates

HPS Investment Partners, LLC, funds or accounts it manages and/or affiliates

Hayfin Capital Management, funds or accounts it manages and/or affiliates

Irradiant Partners, LP, funds or accounts it manages and/or affiliates

JPMorgan Chase Bank, N.A.

Monroe Capital LLC, funds or accounts it manages and/or affiliates

Morgan Stanley Bank NA, funds or accounts it manages and/or affiliates

Oaktree Capital Management, L.P., funds or accounts it manages and/or affiliates

Octagon Credit Investors, LLC, funds or accounts it manages and/or affiliates

Pacific Investment Management Company LLC, funds or accounts it manages and/or affiliates

Taconic Capital Advisors, LP, funds or
accounts it manages and/or affiliates

Western Asset Management Company,
funds or accounts it manages and/or
affiliates

Akin has in the past three calendar years represented the following Searched Parties and/or certain related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

HG Vora Capital Management, LLC, funds
and/or its affiliates
Intermediate Capital Group PLC, funds or
accounts it manages and/or affiliates

LCM Asset Management LLC, funds or
accounts it manages and/or affiliates

Administrative and Collateral Agents

Akin currently represents the following Searched Party and/or related parties of such Searched Party on matters wholly unrelated to these Chapter 11 Cases:

JPMorgan Chase Bank, N.A.

Significant Litigation Matters

Akin currently represents the following Searched Party and/or related parties of such Searched Party on matters wholly unrelated to these Chapter 11 Cases:

Quadre Investment Advisors LLC

Top 30 Unsecured Creditors (as of 10.10.24)

Akin currently represents the following Searched Parties and/or related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

Champion Petfoods USA
EMA Electrolux/Frigidaire
GE Appliances
GE General Electric-Haier US

Google
Surest/UnitedHealthcare Inc.
Vitamin Well USA LLC

Akin has in the past three calendar years represented the following Searched Party and/or certain related parties of such Searched Party on matters wholly unrelated to these Chapter 11 Cases:

Nestle Purina Petcare Company

Landlords & Lessors

Akin currently represents the following Searched Party and/or related parties of such Searched Party on matters wholly unrelated to these Chapter 11 Cases:

Centerpoint 550, LLC

Akin has in the past three calendar years represented the following Searched Parties and/or certain related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

Kings Mountain Investments
Prologis Targeted U.S. Logistics Fund, L.P.
Realty Income Corporation

Regions Bank as Trustee of the Thomas H.
Willings Jr. Family Trust
Sears Authorized Hometown Stores, LLC
West County Investors, LLC

Significant Counterparties to Material Agreements

Akin has in the past three calendar years represented the following Searched Party and/or certain related parties of such Searched Party on matters wholly unrelated to these Chapter 11 Cases:

Engie Resources LLC

Significant Suppliers and Vendors

Akin currently represents the following Searched Parties and/or related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

Mars Petcare
Meta Platforms, Inc.

Royal Canin

Akin has in the past three calendar years represented the following Searched Parties and/or certain related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

Nestle and its Subsidiaries, including
Nestle Purina Petcare, Nestle USA,
Garden of Life, Orgain, and Atrium
Optimum Nutrition

Other Parties

Akin has not in the past three calendar years represented and currently does not represent these Searched Parties.

DE - Judges

Akin has not in the past three calendar years represented and currently does not represent these Searched Parties.

DE - Office of the United States Trustee

Akin has not in the past three calendar years represented and currently does not represent these Searched Parties.

Notice of Appearance Parties, as of December 30, 2024¹

Akin currently represents the following Searched Parties and/or related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

Blue Owl Real Estate Capital LLC
City of Houston
Mars Fishcare North America, Inc.

United Parcel Service, Inc. and its
subsidiaries and affiliates

Akin has in the past three calendar years represented the following Searched Parties and/or certain related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

Glanbia Performance Nutrition, Inc.

Parties Listed on Filed 2019 Statements, as of December 30, 2024²

Akin currently represents the following Searched Parties and/or related parties of such Searched Parties on matters wholly unrelated to these Chapter 11 Cases:

CenterPoint Energy Resources Corp.
Entergy Arkansas, LLC
Entergy Louisiana, LLC
Entergy Mississippi, LLC

Entergy Texas, Inc.
Florida Power & Light Company
Niagara Mohawk Power Corporation
Salt River Project

¹ This category only includes parties that filed notices of appearance and have not been already searched under other categories.

² This category only includes parties listed on filed Bankruptcy Rule 2019 statements and have not been already searched under other categories.

Schedule 3

**Schedule of Searched Parties and/or Certain Related Parties
that are Currently Serving, or Have in the Past Three Calendar Years Served,
on Informal and/or Official Creditors' Committees Represented by Akin**

Arena Capital Advisors, LLC, funds or
accounts it manages and/or affiliates
Bardin Hill Investment Partners LP, funds or
accounts it manages and/or affiliates
CastleKnight Management LP, funds or
accounts it manages and/or affiliates
Fidelity Management & Research Company
LLC, funds or accounts it manages and/or
affiliates
Global Atlantic Financial Group, Ltd., funds or
accounts it manages and/or affiliates
Guggenheim Partners Investment Management,
funds or accounts it manages and/or
affiliates
Hayfin Capital Management, funds or accounts
it manages and/or affiliates
HG Vora Capital Management, LLC, funds or
accounts it manages and/or affiliates
HPS Investment Partners, LLC, funds or
accounts it manages and/or affiliates
HSBC Bank PLC, funds or accounts it manages
and/or affiliates
Intermediate Capital Group PLC, funds or
accounts it manages and/or affiliates
JPMorgan Chase Bank, N.A.
Morgan Stanley Bank NA
MJX Asset Management, LLC, funds or
accounts it manages and/or affiliates
Lazard Group LLC
Oaktree Capital Management, L.P., funds or
accounts it manages and/or affiliates
Octagon Credit Investors, LLC, funds or
accounts it manages and/or affiliates
Pacific Investment Management Company
LLC, funds or accounts it manages and/or
affiliates
Riva Ridge Capital Management, funds or
accounts it manages and/or affiliates
Taconic Capital Advisors, LP, funds or
accounts it manages and/or affiliates

Western Asset Management Company, funds or
accounts it manages and/or affiliates
ZAIS Group LLC, funds or accounts it
manages and/or affiliates